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AMENDED RETURN

Form **990-T**

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No. 1545-0087

2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning _____, and ending _____

A Check box if address changed

B Exempt under section
 501(c)(3) 408(e) 220(e)
 408A 530(a)
 529(a)

C Book value of all assets at end of year: 259,271,248.

D Employer identification number (Employees' trust, see instructions): 57-0831165

E Unrelated business activity codes (See instructions): 900099

F Group exemption number (See instructions):

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust

Name of organization (Check box if name changed and see instructions.)
CareAlliance Health Services
 Number, street, and room or suite no. If a P.O. box, see instructions.
315 Calhoun Street, No. 107
 City or town, state, and ZIP code
Charleston, SC 29401

H Describe the organization's primary unrelated business activity: **See Statement 1**

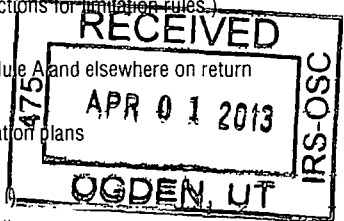
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation:

J The books are in care of: **The Finance Department** Telephone number: **(843)789-1704**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales 106,619.			
b	Less returns and allowances			
c	Balance	106,619.		
2	Cost of goods sold (Schedule A, line 7)			
3	Gross profit. Subtract line 2 from line 1c	106,619.		106,619.
4a	Capital gain net income (attach Schedule D)			
4b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
4c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)			
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See instructions, attach schedule)			
13	Total. Combine lines 3 through 12	106,619.		106,619.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions)
 (Except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)	
15	Salaries and wages	88,500.
16	Repairs and maintenance	
17	Bad debts	
18	Interest (attach schedule)	
19	Taxes and licenses	
20	Charitable contributions (See instructions for limitation rules)	0.
21	Depreciation (attach Form 4562)	3,356.
22a	Less depreciation claimed on Schedule A and elsewhere on return	
22b		3,356.
23	Depletion	
24	Contributions to deferred compensation plans	
25	Employee benefit programs	
26	Excess exempt expenses (Schedule J)	
27	Excess readership costs (Schedule J)	
28	Other deductions (attach schedule)	22,387.
29	Total deductions. Add lines 14 through 28	114,243.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	-7,624.
31	Net operating loss deduction (limited to the amount on line 30)	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	-7,624.
33	Specific deduction (Generally \$1,000, but see instructions for exceptions.)	1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	-7,624.



See Statement 3
 21 3,356.
 22a

See Statement 4
 28 22,387.
 29 114,243.

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10 515

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.

Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):

(1) \$ 0. (2) \$ 0. (3) \$ 0.

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ 0.

(2) Additional 3% tax (not more than \$100,000) \$ 0.

c Income tax on the amount on line 34

35c 0.

36 Trusts Taxable at Trust Rates See instructions for tax computation. Income tax on the amount on line 34 from:

Tax rate schedule or Schedule D (Form 1041)

36

37 Proxy tax See instructions

37

38 Alternative minimum tax

38

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

39 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)

40a

b Other credits (see instructions)

40b

c General business credit. Attach Form 3800

40c

d Credit for prior year minimum tax (attach Form 8801 or 8827)

40d

e Total credits. Add lines 40a through 40d

40e

41 Subtract line 40e from line 39

41 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)

42

43 Total tax. Add lines 41 and 42

43 0.

44a Payments: A 2010 overpayment credited to 2011

44a

b 2011 estimated tax payments

44b 1,760.

c Tax deposited with Form 8868

44c

d Foreign organizations: Tax paid or withheld at source (see instructions)

44d

e Backup withholding (see instructions)

44e

f Credit for small employer health insurance premiums (Attach Form 8941)

44f

g Other credits and payments: Form 2439 Form 4136 Other Total

44g

45 Total payments. Add lines 44a through 44g

45 1,760.

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached

46

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed

47

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid

48 1,760.

49 Enter the amount of line 48 you want. Credited to 2012 estimated tax Refunded

49 1,760.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and

Yes No

Financial Accounts. If YES, enter the name of the foreign country here

X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file

X

3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year

1

6 Inventory at end of year

6

2 Purchases

2

7 Cost of goods sold Subtract line 6

7

3 Cost of labor

3

from line 5. Enter here and in Part I, line 2

7

4a Additional section 263A costs

4a

8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Yes No

b Other costs (attach schedule)

4b

X

5 Total. Add lines 1 through 4b

5

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer Alex Jal

Date 3/19/13

Title SVP & CFO

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed PTIN

Amy Bibby

Amy Bibby

3/13/13

P00445891

Firm's name DIXON HUGHES GOODMAN LLP

Firm's EIN 56-0747981

500 Ridgfield Court

Asheville, NC 28806

Phone no. (828) 254-2254

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1 Description of property

(1)			
(2)			
(3)			
(4)			
2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)	
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)		
(1)			
(2)			
(3)			
(4)			
Total	0.	Total	0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)	
0.		0.	

Schedule E - Unrelated Debt-Financed Income (see instructions)

1 Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Totals		Enter here and on page 1, Part I, line 7, column (A)	Enter here and on page 1, Part I, line 7, column (B)
0.		0.	0.
Total dividends-received deductions included in column 8		0.	

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			6. Deductions directly connected with income in column 5
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7 Taxable income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)	
0.			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Form 990-T	Description of Organization's Primary Unrelated Business Activity	Statement	1
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Senior Center auditorium rental revenue & billing services provided to non-employee physician

To Form 990-T, Page 1

Footnotes	Statement	2
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CAREALLIANCE ENTITIES WITH ACTIVE SOURCES OF UBI

CAREALLIANCE HEALTH SERVICES, INC.	57-0831165
ROPER HOSPITAL, INC.	57-0828733
BON SECOURS ST. FRANCIS HOSPITAL, INC.	57-1067254
ROPER ST. FRANCIS PHYSICIANS NETWORK, INC.	26-2946628

CAREALLIANCE HEALTH SERVICES, INC. IS A COMMON PAY MASTER FOR AN AFFILIATED GROUP. THE AMOUNT ON FORM 8925 LINE 1 IS FOR THE TOTAL EMPLOYEES COVERED IN THE AFFILIATED GROUP.

THE FORM 990-T WAS AMENDED TO INCLUDE FORM 8925. NO LINE NUMBERS FROM THE ORIGINAL RETURN WERE CHANGED.

Form 990-T	Contributions	Statement	3
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Description/Kind of Property	Method Used to Determine FMV	Amount
Current Charitable Contributions	N/A	815,267.
Contribution Carryover from 2010	N/A	551,047.
Total to Form 990-T, Page 1, line 20		1,366,314.

Form 990-T	Other Deductions	Statement	4
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Description	Amount
Other Direct Expenses	22,387.
Total to Form 990-T, Page 1, line 28	22,387.
